

How do we register the incorporation of a new company in Romania?

Written by Administrator

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The incorporation of a new company is a procedure relatively simple, which should take a week at the most. However, if the necessary documents are not complete this procedure can be delayed by the specific bureaucracy of the state's institutions.

In order to incorporate a limited liability company (LLC) you should have a lot of patience, because the Romanian system usually stuck in too many requirements, and it can stop a procedure when we expect it the least.

First of all, you should know that the relevant authority to authorize and to register a new company is the Trade Registry, by any of its offices from all over the country. Therefore, if you intend to incorporate a new company that will have its headquarters in Bucharest, you must address to the Bucharest Trade Registry, and if your company shall establish its headquarters somewhere else, you will go to the Trade Registry offices from that town.

One of the most important documents for incorporating a new company are the Articles of Incorporation, because it establishes the manner the company will be organized during its life. In such act are mentioned the company's shareholders and their shares, the value of the share capital (the minimum amount is 200 lei), the object of activity, the name of the company's representatives and their powers, etc.

Also you should decide upon a name for the company and verify at the Trade Registry if it is subject of availability. As regards the headquarters it is recommended not to be established in a location where already exists another company. In such cases, the Romanian Company Law permits a double headquarter only if the two companies have a joint shareholder, or one of the shareholders is the owner of the space, or the space is large enough in order to allow the functioning of more companies.

The necessary documents

In order to duly register a company, besides the Articles of Incorporation mentioned above, you should prepare a file which must also contain: the company's name reservation (original), the own responsibilities' statements for the shareholders and for the directors (original), the signature specimen for the company's representatives (original), the fiscal certificate for the company's representatives (original), proof of the share capital (copy), the commodatum agreement of the lease agreement for the headquarters (copy), the neighbors' consent and the owners' association approval (original), property documents for the headquarters (copy), standard forms related to the activity of the company (original), ID of the shareholders (copy).

You should keep in mind that the signature specimen should be given in front of a public notary, and the Articles of Incorporation and the own responsibilities' statements should be attested by

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an attorney-at-law or presented to the Trade Registry in order to get certified date.

Special provisions: foreign companies & citizens

In case that a foreign citizen who is not fiscally registered in Romania, wants to become shareholder in a LLC, instead of a fiscal certificate he should give an own responsibilities' statement in front of a public notary, from which it should result that he has no debts.

Also, in case a foreign company is willing to incorporate a new company, besides the statement mentioned before, it should also obtain an excerpt from the Trade Registry where it is registered at with regard to its duly existence, a reliability letter and the Great Shareholder Meeting decision regarding the participation as shareholder of the new co.

All these documents shall be submitted in Romania to the relevant Trade Registry as authorized translation, and it could also be necessary for them to wear apostil from the country of provenience. In special cases, besides the documents mention afore head, the Trade Registry representatives could request additional information or papers in order to finalize the incorporation of the company.

The approximate term for incorporating a new company is about a week, the Trade Registry taxes for such registration amounts of at least 350 lei, and the attorney' fee for drafting the documents and representation in front of the Trade Registry for such procedure starts at 400 lei.

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Avocat Camelia Stoian : Cum infiintam o societate comerciala?

Infiintarea unei firme este o procedura relativ simpla, care ar trebui sa dureze cel mult o saptamana. In realitate insa, daca actele nu sunt complete, dosarul se poate lovi de birocratia specifica institutiilor de stat.

Pentru a infiinta o societate cu raspundere limitata (SRL) trebuie sa ne inarmam cu rabdare, deoarece sistemul romanesc este de cele mai multe ori definit de birocratie si ne poate pune piedici atunci cand ne asteptam mai putin. In primul rand, trebuie sa stim ca autoritatea competenta sa autorizeze si sa inregistreze infiintarea unei noi companii este Registrul Comertului, prin oficiile sale organizate la nivel judetean.

Astfel, daca vrem sa infiintam o societate care va avea sediul in Bucuresti, ne vom adresa Oficiului Registrului Comertului de pe langa Tribunalul Bucuresti, iar daca firma va avea sediul in tara, ne vom indrepta spre oficiile de la nivel local. Cel mai important document pentru

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infiintarea unei societati este actul constitutiv, deoarece prin el este reglementat modul in care se va desfasura activitatea societatii. In acest act sunt mentionati asociatii societatii si cotele lor de participare, cuantumul capitalul social (valoarea minima este de 200 lei), obiectul de activitate, numele reprezentantilor societatii si puterile acestora, etc.

De asemenea, numele societatii trebuie sa fie rezervat la Registrul Comertului, dupa o prealabila verificare a disponibilitatii lui la nivel national. Ar mai fi de mentionat faptul ca este preferabil ca sediul social sa nu fie stabilit intr-o locatie unde mai este inca o firma.

In astfel de cazuri, Legea societatilor comerciale permite dublarea sediului social doar daca cele doua firme fie au un asociat comun, fie unul din asociati este proprietar al spatiului, sau spatiu este suficient de mare incat sa poata fi partitionat incat sa functioneze doua companii.

Documente necesare

Pentru a inregistra legal o societate, pe langa actul constitutiv (in original) de care am amintit deja, trebuie sa intocmim un dosar in care trebuie sa mai adaugam: rezervarea de denumire a societatii (original), declaratiile pe proprie raspundere ale asociatilor si a administratorului (original), specimenul de semnatura pentru reprezentanti (original), cazier fiscal pentru reprezentanti (original), dovada capitalui social (copie), contractul de comodat sau de inchiriere pentru sediu social (original sau copie), adeverinta de la asociatia de proprietari si consimtamantul vecinilor (original), actele de proprietate privind sediul (copie), formularele standard privind modul de functionare al societatii (originale), actele de identitate ale asociatilor (copie).

Dintre aceste acte, specimenul de semnatura trebuie dat in fata notarului, iar actul constitutiv si declaratiile pe proprie raspundere trebuie atestate de avocat sau pot primi data certa prin serviciile de asistenta de la Registrul Comertului.

Prevederi speciale: cetateni & firme straine

In cazul in care un cetatean strain, care nu este inregistrat fiscal in Romania, vrea sa fie asociat intr-un SRL, atunci in loc de cazier fiscal va putea prezenta o declaratie pe proprie raspundere din care sa rezulte ca nu are datorii, act care trebuie autentificat de notar.

In plus, in situatia in care o societate comerciala straina doreste sa fie asociat intr-o societate din Romania, atunci pe langa declaratia fiscala mentionata anterior, mai este necesar sa completeze dosarul si cu hotararea Adunarii Generale a Asociatilor de aprobare a infiintarii noii companii, extrasul privind persoana juridica straina de la Registrul Comertului din tara de origine si scrisoarea de bonitate.

Aceste documente vor fi depuse la Registrul Comertului sub forma unor traduceri legalizate, iar in functie de nationalitatea firmei va fi chiar necesar ca documentele sa fie apostilate in tara de origine.

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Pe langa aceste documente, in functie de particularitatea cazului, reprezentantii Registrului Comertului mai pot solicita de-a lungul procedurii de inregistrare si alte documente pe care le considera necesare, pentru a finaliza infiintarea societatii. Intervalul de timp mediu pentru infiintarea unei societati este de aproximativ o saptamana, taxele percepute de Registrul Comertului pentru inregistrare incep de la 300 de lei, iar onorariu unui avocat pentru redactarea documentelor si reprezentarea in fata Registrului Comertului pentru aceasta procedura porneste de la 400 de lei.

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